

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

AFSHIN MONSEFI, Individually and on Behalf)
of All Those Similarly Situated,)

Plaintiff,)

vs.)

Civ. No. 1:08 Civ 01328 (RJS)

ORION ENERGY SYSTEMS, INC., NEAL R.)
VERFUERTH, DANIEL J. WAIBEL,)
THOMAS A. QUADRACCI, MICHAEL J.)
POTTS, DIANA PROPPER de CALLEJON,)
JAMES R. CACKLEY, ECKHART G.)
GROHMANN, PATRICK J. TROTTER,)
THOMAS WEISEL PARTNERS, LLC,)
CANACCORD ADAMS, INC., and PACIFIC)
GROWTH EQUITIES, LCC,)

ECF Case

Defendants.)

JASON ALLEN, Individually and on Behalf of)
All Those Similarly Situated,)

Plaintiff,)

vs.)

Civ. No. 1:08 Civ 01992 (RJS)

ORION ENERGY SYSTEMS, INC., NEAL R.)
VERFUERTH, DANIEL J. WAIBEL,)
THOMAS A. QUADRACCI, MICHAEL J.)
POTTS, DIANA PROPPER de CALLEJON,)
JAMES R. CACKLEY, ECKHART G.)
GROHMANN, PATRICK J. TROTTER,)
THOMAS WEISEL PARTNERS, LLC,)
CANACCORD ADAMS, INC., and PACIFIC)
GROWTH EQUITIES, LCC,)

ECF Case

Defendants.)

**RESPONSE OF THE SITZBERGER GROUP TO COMPETING
MOTIONS FOR APPOINTMENT AS LEAD PLAINTIFF AND
APPROVAL OF SELECTION OF LEAD COUNSEL**

WILLIAM JENNINGS GOLSTON, On Behalf)	
of Himself and All Others Similarly Situated,)	
)	
Plaintiff,)	
)	
vs.)	
)	Civ. No. 1:08 Civ 2984 (RJS)
ORION ENERGY SYSTEMS, INC., NEAL R.)	
VERFUERTH, DANIEL J. WAIBEL, THOMAS)	ECF Case
A. QUADRACCI, MICHAEL J. POTTS, DIANA)	
PROPPER de CALLEJON, JAMES R.)	
KACKLEY, ECKHART G. GROHMANN,)	
PATRICK J. TROTTER, THOMAS WEISEL)	
PARTNERS, LLC, CANACCORD ADAMS,)	
INC., and PACIFIC GROWTH EQUITIES, LCC,)	
,)	
)	
Defendants.)	

On April 11, 2008, the Sitzberger Group and three other movants filed motions, each of which requested that the Court appoint it as Lead Plaintiff in this action on behalf of a similar class of purchasers of Orion Energy Systems, Inc. common stock. The three other movants are: Iron Workers Local No. 25 Pension Fund, Walter Milbrath, and the Elder Group.¹ On April 28, 2008, movant Walter Milbrath withdrew his motion for appointment as Lead Plaintiff.

Upon review of the remaining competing motions for appointment as Lead Plaintiff that were filed, it appears that the Iron Workers Local No. 25 Pension Fund has sustained the largest losses of all other movants. As such, there is a presumption that it is the most adequate plaintiff to serve as Lead Plaintiff over the actions. While the Sitzberger Group does not oppose the Iron

¹ One of the members of the Sitzberger Group, Boris Nayflish, was also included as a proposed lead plaintiff in the Elder Group's motion filed by Paskowitz & Associates. Mr. Nayflish's physical signature does not appear on the Certification Paskowitz & Associates filed with their lead plaintiff motion and Mr. Nayflish has advised Paskowitz & Associates that they should remove him from the Elder Group.

Workers Local No. 25 Pension Fund's motion, the Sitzberger Group expressly reserves its right to seek to serve as Lead Plaintiff should the Court determine Iron Workers Local No. 25 Pension Fund is not qualified to serve as Lead Plaintiff, or if it withdraws, whether at this or a later stage of the proceedings.

DATED: April 28, 2008

KLAFTER & OLSEN LLP

s/ Jeffrey Klafter

JEFFREY A. KLAFTER (JK-0953)

1311 Mamaroneck Avenue, Suite 220

White Plains, New York 10605

Telephone: (914) 997-5656

Facsimile: (914) 997-2444

KLAFTER & OLSEN LLP

KURT B. OLSEN

1250 Connecticut Ave., N.W., Suite 200

Washington, DC 20036

Telephone: (202) 261-3553

Facsimile: (202) 261-3533

SPECTOR, ROSEMAN & KODROFF, P.C.

Robert M. Roseman

Andrew D. Abramowitz

David Felderman

1818 Market Street, Suite 2500

Philadelphia, PA 19103

Telephone: (215) 496-0300

Facsimile: (215) 496-6612

Attorneys for the Sitzberger Group

CERTIFICATE OF SERVICE

I, Jeffrey Klafter, hereby certify that on April 28, 2008, the following document:

- RESPONSE OF THE SITZBERGER GROUP TO COMPETING MOTIONS FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF SELECTION OF LEAD COUNSEL;

was filed and served electronically in accordance with the Federal Rules of Civil Procedure, the Local Rules of the Southern District of New York, and the Southern District's Rules on Electronic Service upon all Counsel of Record, as indicated below, each of whom has registered for Electronic Case Filing in one of the above-captioned Actions:

Counsel for Plaintiff Ashfin Monsefi and Movant Elder Group:

Laurence Paskowitz
Paskowitz & Associates
60 East 42nd Street, 46th Floor
New York, NY 10165
(212)-685-0969
Fax: (212)-685-2306

Roy Laurence Jacobs
Roy Jacobs & Associates
60 East 42nd Street 46th Floor
New York, NY 10165
212-867-1156
Fax: 212-504-8343

Counsel for Plaintiff Jason Allen:

Evan J Smith
Brodsky & Smith, L.L.C.
240 Mineola Blvd.
Mineola, NY 11501
(516) 741-4977
Fax: (516) 741 0626

Counsel for Movant Iron Workers Local No. 25 Pension Fund

David A. Rosenfeld

Mario Alba, Jr.

Coughlin Stoia Geller Rudman & Robbins LLP

58 South Service Road, Suite 200

Melville, NY 11747

(631) 367-7100

Fax: (631) 367-1173

Counsel for Movant Walter Milbrath

Kim E. Miller

Kahn Gauthier Swick LLP

12 East 41st Street, 12th Floor

New York, NY 10017

(212) 696-3730

Fax: (504) 455-1498

Counsel for Defendants Orion Energy Systems, Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Cackley, Eckhart G. Grohmann, and Patrick J. Trotter:

Robert Allen Scher

Foley & Lardner, LLP

90 Park Avenue

New York, NY 10016

(212) 682-7474

Fax: (212) 687-2329

Jerome S. Hirsch

Bryan J. Levine

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, NY 10036

(212) 735-3000

Fax: (212) 735-2000

s/ Jeffrey Klafter